

(Per ILA Approval Requirements)

☒ CA Approval

☐ JB Approval

REGIONAL FARE COORDINATION SYSTEM

CHANGE ORDER NO. 47

CONTRACTOR: Vix Technology (USA) Inc (Formerly ERG Transit Systems (USA))

CONTRACT NUMBER: 229944

This Change Order to Contract #229944 ("Change Order") is executed as of Jan 3, 2012, by and between Vix Technology (USA) Inc (formerly known as ERG Transit Systems (USA) Inc), a California corporation and wholly owned subsidiary of Vix Mobility Pty Ltd, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Background

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to execute this Change Order No. 47 and the attached Amendment 167, to modify the Contract Division 6.II-7.2 Financial Management Functional Requirements and describe the work. The purpose of these changes is to implement a new Automated Clearing House (ACH) file layout, modify the system to securely store bank account numbers, restrict account access by the Contractor's staff, and provide the option to create the ACH file in either the National Automated Clearing House Association's (NACHA) format or the Wells Fargo Bank template. The referenced Contract section was also modified to delete requirements that the Contractor handles cash. By mutual agreement, such requirements have never been implemented and do not reflect system operations. This work is to be performed per Amendment 139 *Web Based Interface for ACH Submission – Preliminary Analysis* and PA-ROF RFCS RFI 636 *Web Based Interface for ACH Submission – Solution v1*.

Changes

The Agencies and the Contractor hereby agree to the following changes to the Contract:

1.0 Division II Changes

Contract Section 6.II – 7.2 Functional Requirements Financial Management:

6.II-7.2 Functional Requirements

7.2.1 Cash Management (DR 6.01)

- (a) The Contractor shall be responsible for management and accounting for revenue from transactions.
- (b) The Contractor shall manage funds between Agency-designated accounts, and between third party accounts and Agency-designated accounts.
- (c) The Contractor shall establish secure file transfer processes which comply with settlement and management practices as directed by the Agencies
- (d) Revenue transfers from third party accounts shall be deposited into designated Agency accounts.
- (e) The RFCS shall support the acceptance of payment in the following forms:
 - i. Credit card
 - ii. Debit card or direct bank debit
 - iii. Cash sales
 - iv. Check sales
 - v. Vouchers
 - vi. ACH or direct deposit

- (f) The Contractor shall prepare a management plan which identifies risk and risk management strategies for non-sufficient funds (NSF) revalue transactions (CDRL 6) related to check handling and other payment forms.
- (g) All payments shall be on a cash basis, distributed at the time of funds receipt.
- (h) All add value payments shall be reconciled against supporting revalue transactions, regardless of whether payment occurs at the time of or subsequent to the revalue transaction.
- (i) The Contractor shall reconcile all payments in the system against receipts and settlements.
- (j) The Contractor shall provide reports with the data to support all accounting functions as required by the Fiscal Agent.
- (k) the Contractor shall implement procedures to ensure security and integrity of system accounts and daily receipts, such as dual person control points, lock boxes, independent verification of deposits, and other common financial controls.

2.0 System Documentation Changes

2.1 The Contractor will update all affected system documentation including, but not limited to the following:

- (a) SEA-00033 Financial Management (DR 6)
- (b) SEA-00833 RFCS Reporting Requirement (DR 111)
- (c) SEA-00100 System Security Plan (CDRL 31)
- (d) SEA-01803 Financial Management Operations Manual
- (e) SEA-05154TRU Checklist
- (f) SEA-07218 Seattle EOD (End of Day) Daily Settlement Process

3.0 Description of Work

3.1 The Contractor will perform the following work to implement the ACH file changes:

- (a) Modify the Financial Management System to allow the user to select whether the ACH file should be produced in the Wells Fargo file format or in the standard NACHA file format.
- (b) Modify the Financial Management System to default to the Wells Fargo file format.
- (c) Create the comma separated values (CSV) file in a format approved by the Agencies, which shall display the data fields described below:
 - i. "Account Identifier" which represents a combination of Bank Account and debit or credit entries
 - ii. "Value" which is the non signed dollar value, representing the settlement position for that account.

(d) Modify the following reports and corresponding ad hoc views to replace the bank account numbers with the Account Identifiers. The credit and debit identifiers will always be shown together, e.g. 2/6, where the first will be the credit identifier and the second will be the debit identifier

- i. Settlement Position – Fiscal Agent
- ii. Settlement Position – Agencies/Lead Agencies/Retailers/Automatic Revalue Manager (ARM)
- iii. Manual Adjustments (Fiscal Agent)
- iv. Net Settlement (Fiscal Agent)

(e) Update all applicable RFCS documentation as described in Section 2.0

(f) Schedule testing to include upload of the new ACH file format to Wells Fargo

4.0 Schedule of Work

4.1 The Contractor will complete the RFCS updates described in Section 3.0 in Maintenance Release 16.

5.0 Compensation Changes

5.1 Division 1 Exhibit 9, Price Schedule is hereby amended without further execution as provided in Amendment 167, attached hereto as "Change Order 47 – Attachment A", to add a new Special Program to provide for the fixed compensation due for all the Work of this Change Order in the amount of \$44,718.

6.0 Other Terms and Conditions

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order 47 shall remain in effect unless modified in other executed Amendments and Change Orders.

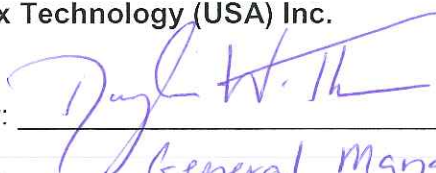
IN WITNESS WHEREOF, the parties hereto have executed this Change Order No. 47 to Contract #229944 as of the date set forth below its signature.

Vix Technology (USA) Inc.

By: _____

Its: _____

Date: _____


General Manager
12/23/11


The Agencies

By: _____

Their: _____

On behalf of the Agencies

Date: _____


Operations Manager
January 3, 2012

Change Order No. 47 - Attachment A

Amendment 167 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 167 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 3rd day of January, 2012, by and between Vix Technology (USA) Inc (formerly known as ERG Transit Systems (USA) Inc), a California corporation and wholly owned subsidiary of Vix Mobility Pty Ltd, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to amend the "Special Programs" list in Section VI Implementation of Exhibit 9, Price Schedule, in connection with the Work described in Change Order 47 to which this Amendment is attached.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Agencies and the Contractor hereby agree to amend the Contract as follows:

Section 1.0

Section VI Implementation Special Programs of Exhibit 9, Price Schedule is hereby amended to add the following:

**VI. IMPLEMENTATION
SPECIAL PROGRAMS**

LUMP SUM COST

Change Order No. 47/Amendment 167

To perform the work necessary to implement a new ACH file process	\$44,718
TOTAL	